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November 7, 2003

Chairman Deborah Tate  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

RE: Charter Communications, Inc.'s Response to Jackson Energy Authority's Motion to Quash or, in the Alternative, for Protective Order and Request for Emergency Consideration; Docket No. 03-00438

Dear Chairman Tate:

Please find enclosed for filing an original and 14 copies of the above referenced Response. All counsel of record have been served. I am requesting a filed dated stamped copy of this filing for my records.

Thank you for your assistance regarding this matter. If you have any questions, or if I may be of further assistance, please do not hesitate to contact me.

Very truly yours,

FARRIS MATHEWS BRANAN  
BOBANGO & HELLEN, PLC

*Charles B. Welch Jr* cad

Charles B. Welch, Jr.

CBW/cad

cc: Carols C. Smith, Esq.  
Mark W. Smith, Esq.  
Henry Walker, Esq.

Enclosures

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

IN RE:

APPLICATION OF JACKSON ENERGY  
AUTHORITY FOR A CERTIFICATE OF  
CONVENIENCE AND NECESSITY

DOCKET NO. 03-00438

**CHARTER COMMUNICATIONS, INC.'S RESPONSE TO JACKSON ENERGY  
AUTHORITY'S MOTION TO QUASH OR, IN THE ALTERNATIVE, FOR  
PROTECTIVE ORDER AND REQUEST FOR EMERGENCY CONSIDERATION**

On November 6, 2003, Jackson Energy Authority ("JEA") filed its Motion to Quash or, in the Alternative, for Protective Order and Request for Emergency Consideration (the "Motion") seeking to quash five (5) subpoenas that were served upon it in this matter. In the alternative, JEA seeks a protective order relating to the information sought in the subpoenas. Charter Communications, Inc. ("Charter") respectfully requests that JEA's Motion be denied. In support of its position, Charter states as follows:

In the Motion, JEA argues that the documentation sought by Charter through the subpoenas is an attempt to circumvent the Hearing Officer's Order denying Charter's request to conduct discovery. As stated in that Order, the Hearing Officer determined that "discovery of JEA's position would not be necessary." Respectfully, Charter does not seek to conduct any prohibited discovery through the subpoenas. Rather, Charter merely seeks to provide a full record from which the TRA can make a decision regarding JEA's Application for a Certificate of Public Convenience and Necessity ("CCN"). As set forth in the pre-filed testimony of William J. Barta, JEA's Application, as filed, is

severely lacking in documentation, which will prevent the TRA from conducting a meaningful analysis in order to assess the reasonableness of JEA's request for a CCN.

For example, the financial statements filed with JEA's Application cover only the first three (3) years of operations of the telephone business unit, while no financial information was provided for the operations of the cable business unit or the Internet access business unit. Given the proposed close relationship between these units, disclosure of that information is vital to the TRA's review. As another example, the Application provides no documentation regarding the development of and the assumptions underlying the line items in the financial statements of the telephone business unit. Additionally, the limited documentation filed with the Application indicates that JEA's Electric Division has incurred the costs associated with the development of the telecommunications system, but no detailed documentation as to the nature of the expenditures incurred on behalf of the Telecommunications Division has been provided, nor is it clear that there will be full reimbursement of the expenditures from the Telecommunications Division.

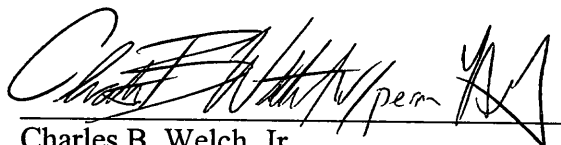
As is evident from the above examples, the bare bones Application makes it exceedingly difficult to evaluate the financial, managerial and technical capabilities of JEA to provide the proposed telecommunications services. The subpoenas merely seek disclosure of the documentation that should have been provided with the Application when it was filed. Without complete disclosure of the operations of all of the business units operating under the umbrella of JEA's Telecommunications Division, the TRA does not have sufficient information on which to base a decision in this matter.

Further, the subpoenas are not overly broad, unduly burdensome, or oppressive. It is Charter's understanding that there are no existing contracts or agreements with customers, CLECs, or consultants. Therefore, since these documents apparently do not exist, Charter's request for the documents presents no burden to JEA. As to other documentation, Charter's request for business plans, financial statements, construction plans, and engineering plans are directed squarely at JEA's financial, managerial and technical capabilities to provide the proposed telecommunications services, and is therefore precisely the kind of information that the TRA will require in order to reach an informed decision regarding JEA's Application.

WHEREFORE, for the above-stated reasons, Charter respectfully requests that JEA's Motion be denied.

Respectfully submitted,

FARRIS, MATHEWS, BRANAN  
BOBANGO & HELLEN, P.L.C.

A handwritten signature in black ink, appearing to read "Charles B. Welch, Jr.", with a stylized flourish at the end.

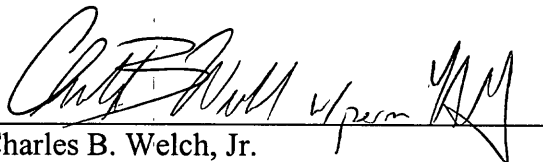
Charles B. Welch, Jr.  
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**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing has been served via U.S. Mail, postage prepaid, upon the following parties of record, this the 7<sup>th</sup> day of November, 2003.

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